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14  
15 **UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

16 **In re:**

17 **PG&E CORPORATION,**

18 **- and -**

19 **PACIFIC GAS AND ELECTRIC  
COMPANY,**

20 **Debtors.**

21  Affects PG&E Corporation

22  Affects Pacific Gas and Electric Company

23  Affects both Debtors

24  
25 \* *All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

26 Bankruptcy Case

27 No. 19-30088 (DM)

28 Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF ROBB C. MCWILLIAMS  
IN SUPPORT OF DEBTORS' OBJECTION TO  
CLASS REPRESENTATIVE'S MOTION TO  
EXTEND APPLICATION OF FEDERAL RULE  
OF CIVIL PROCEDURE 23 TO CLASS PROOF  
OF CLAIM**

Date: November 19, 2019

Time: 10:00 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby  
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,  
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is  
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”), which provides interim  
6 management services to Pacific Gas and Electric Corporation (“**PG&E Corp.**”) and Pacific Gas and  
7 Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the  
8 “**Debtors**” and together with their non-Debtor subsidiaries, the “**Company**”)<sup>1</sup> in the above-captioned  
9 chapter 11 cases (the “**Chapter 11 Cases**”). I submit this Declaration in support of the Debtors’  
10 *Objection to Class Representative’s Motion to Extend Application of Federal Rule of Civil Procedure*  
11 *23 to Class Proof of Claim* (the “**Objection**”), filed contemporaneously herewith.

12 2. In my current position with AlixPartners, I am responsible for assisting the Debtors with  
13 various matters related to these Chapter 11 Cases, including identifying individuals and parties with  
14 potential claims against the Debtors’ estates. I am generally familiar with the Debtors’ day-to-day  
15 operations, financing arrangements, business affairs, and books and records. Except as otherwise  
16 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the  
17 knowledge of other APS professionals working under and alongside me on this matter, my discussions  
18 with other members of the Debtors’ management team, the Debtors’ various other advisors and  
19 counsel, and my review of relevant documents and information prepared by the Debtors. If called  
20 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to  
21 submit this declaration on behalf of the Debtors.

22 3. Before the Petition Date, at the direction of AlixPartners and Weil, Gotshal and  
23 Manges, LLP (“**Weil**”), the Debtors created a Creditor Matrix that included potential known and  
24 unknown creditors from various company records. To this end, AlixPartners coordinated with various  
25 departments within the Debtors—Legal, Finance & Treasury, Human Resources, Accounts Payable,  
26 Risk Management, the Customer Group, Tax, among others—to identify, among others, secured

27  
28 <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms  
in the Objection.

1 lenders, holders of letters of credit, bond debt, relevant taxing authorities, regulatory agencies, utility  
2 providers, banks, contract counterparties, trading partners, customers, professional advisors, litigation  
3 counterparties, environmental groups, guarantors, and those with an equity interest in the Debtors. In  
4 addition to these stakeholders, at AlixPartners' and Weil's direction, the Debtors also identified current  
5 and former employees.

6 4. Before the Petition Date, the Debtors' Human Resources department generated a list of  
7 all current employees as of January 1, 2019. Mr. Alonzo, the Movant, was among the individuals  
8 listed as current employees. On or around March 2019, in advance of the filing of the Schedules of  
9 Assets and Liabilities ("Schedules"), the Debtors re-ran the active employee roster through January  
10 28, 2019 to capture anyone hired between January 1, 2019 and the Petition Date (January 29, 2019) so  
11 that they could be listed as potential creditors in the Schedules. On or around June 2019, in advance of  
12 the Bar Date, the Debtors re-ran the active employee roster through January 28, 2019 to capture the  
13 then-current noticing addresses for the Bar Date Notice.

14 5. Before the Petition Date, the Debtors' Human Resources department also generated a  
15 list of all former employees whose separation from the company occurred between January 1, 2017  
16 and December 31, 2018. On or around June 2019, in advance of the Bar Date, the Debtors re-ran the  
17 former employee list to capture any terminated through January 28, 2019 for the Bar Date Notice.

18 6. Before the Petition Date, the Debtors' Human Resources department also generated a  
19 list of all individuals receiving a pension from the Debtors as of approximately January 11, 2019. The  
20 Debtors update the pensioner roster on the first of every month, so the as-of January 11, 2019 list  
21 captured all of the Debtors' pensioners as of the Petition Date (January 29, 2019) for the Bar Date  
22 Notice.

23 7. AlixPartners provided these lists to the Debtors' claims and noticing agent, Prime Clerk  
24 LLC ("Prime Clerk"). Through Prime Clerk, the Debtors served actual notice of the Bar Date upon  
25 more than 48,000 people including: (i) current employees (over 24,000), (ii) former employees (over  
26 3,000), and (iii) pensioners (over 21,000).

1       8.       I understand that Movant purports to represent a subset of the Debtors' former, salaried  
2 employees whose termination occurred on or after June 18, 2016. At AlixPartners' and Weil's  
3 direction, the Debtors were able to identify all former, salaried employees whose termination occurred  
4 on or after June 18, 2016.

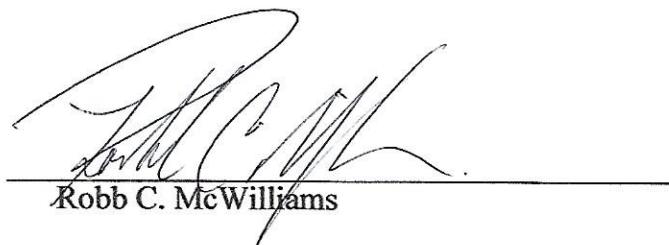
5       9.       AlixPartners then compared this list to the most-recent rosters of current employees,  
6 former employees, and pensioners. At AlixPartners' and Weil's direction, the Debtors compared the  
7 same list to the Customer List. Based on AlixPartners' and the Debtors' analysis of the Debtors'  
8 records and the service lists created by Prime Clerk, 92.4% of former, salaried employees whose  
9 termination occurred on or after June 18, 2016 received actual notice of the Bar Date.

10      10.      Affidavits certifying direct service in accordance with the Bar Date Order, the  
11 Bankruptcy Code, and otherwise applicable law, and the method of such service was filed by Prime  
12 Clerk on July 23, 2019 [Docket No. 3159], July 30, 2019 [Docket No. 3262], and August 8, 2019  
13 [Docket No. 3474].

1  
2 Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing is true  
3 and correct to the best of my knowledge, information, and belief.  
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Dated: November 12, 2019

5 Dallas, TX  
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Robb C. McWilliams